

EXHIBIT H

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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

GLS LEASCO, INC., and CENTRAL

TRANSPORT LLC,,

Plaintiffs,

v.

NAVISTAR INC.,

Defendant.

Case No.

23-cv-12927

DEPOSITION OF JUSTIN FINK

DATE: Wednesday, July 31, 2024

TIME: 9:14 a.m.

LOCATION: Veritext Offices

600 North Pearl Street, Suite 2230

Dallas, TX 75201

OFFICIATED BY: Paul Krueger

JOB NO.: 6751285

<p style="text-align: right;">Page 14</p> <p>1 Q Okay. Was Central one of the, if not the 2 largest client of Summit's at that time? 3 A Which -- which time? 4 Q Well, let's say 2021 timeframe. 5 A One of the largest. 6 Q Okay. Going back briefly to Allegiance. As 7 CEO of Allegiance, were your duties generally the same 8 at Allegiance as they were as CEO of Summit? 9 A Generally. 10 Q Okay. When you were managing director at 11 Allegiance, did you have any involvement with the 12 sales or contracts, contract negotiations, for 13 instance with Navistar -- or not -- sorry. Not 14 Navistar. Central or GLS while you were managing 15 director, or was that outside your role? 16 A I don't remember if I did specifically 17 during that time. It wouldn't have been outside my 18 role. I just don't recall if it -- in that particular 19 time. 20 Q Got you. So even as managing director, you 21 would've had some -- if not involvement, at least 22 you'd have knowledge of what was going on with respect 23 to Allegiance and GLS Central? 24 A Yes. 25 Q Okay. So I'm going kind of just ask these</p>	<p style="text-align: right;">Page 16</p> <p>1 Go ahead. 2 THE WITNESS: They have national 3 accounts that I'm not as familiar with how those 4 accounts are handled. 5 BY MR. DAVIS: 6 Q All right. Well, they certainly didn't sell 7 directly to Central. You would agree with that? 8 A During my time at Summit? 9 Q Correct. 10 A We sold the -- we were the seller, you know, 11 of the vehicles to Central. 12 Q Okay. So I just want you to describe in 13 general, what is the relationship then between Summit 14 and Navistar in that timeframe? Like, what is the 15 relationship between the two companies? 16 A Well, we were a -- one of their truck 17 dealership -- truck dealerships that, you know, 18 operate in the United States at -- at Summit. 19 We were one of the -- the larger, in terms 20 of locations. They manufacture the trucks. We, you 21 know, as the dealer purchase the trucks from the 22 manufacturer, then sell them through to the customers. 23 Q Okay. Now, during the -- let's say the 2021 24 timeframe through when you left, was Summit -- I'm 25 sorry -- was Navistar the only manufacturer that you</p>
<p style="text-align: right;">Page 15</p> <p>1 questions -- just more general background. And we'll 2 start with Summit, and then if there's any difference 3 with Allegiance, let me know. 4 A Yeah. 5 Q But why don't you just describe for me 6 generally what is -- how does the actual relationship 7 work? 8 So there's the customer -- Central, for 9 instance, and then there's Navistar, the manufacturer, 10 and you're the dealer. Kind of describe that. 11 I mean, is it fair to say that they're 12 somewhat of a middleman, or how would you -- how would 13 you describe the relation between you and Navistar? 14 MR. MURPHY: Object to form. Compound 15 question. 16 MR. DAVIS: You can go ahead and 17 answer. If you need me to rephrase it, I can. 18 THE WITNESS: Depends on the customer 19 situation. In general, the dealers are a distribution 20 channel for Navistar products. 21 BY MR. DAVIS: 22 Q Okay. Well, let me put it this way. So 23 Navistar does not sell vehicles directly to end 24 consumers like Central; correct? 25 MR. MURPHY: Object to form.</p>	<p style="text-align: right;">Page 17</p> <p>1 acted as a dealer for with respect to heavy trucks? 2 A We had one other manufacturer that we 3 represented at Summit, but on a much smaller scale. 4 Actually two other manufacturers that we represented. 5 Q Who were they? 6 A Volvo and Mack. 7 Q Okay. All right. Did Volvo and Mack -- in 8 your view, were they competitors for Navistar heavy 9 trucks, or did they have a different product line? 10 A They were competitors to Navistar. 11 Q All right. So was the relationship between 12 Summit and Navistar governed by some sort of contract? 13 A There are dealer contracts in place. Yeah. 14 Q And are those generally for a term of years, 15 or is it -- it's just at will? 16 A There are different ones. I -- I don't -- I 17 don't know the answer there. 18 Q Okay. Do you know whether there's any sort 19 of -- whether it be provisions in the contract itself 20 or laws that would protect a dealership from 21 retaliation by Navistar, if there happen to be 22 disagreements of any kind with the nature of either 23 the relationship between Navistar and Summit, or 24 between Summit and his customers? 25 MR. MURPHY: Object to form.</p>

5 (Pages 14 - 17)

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1 know, communication on a cover letter -- you know,
 2 exchange back and forth between the dealership and --
 3 and the customer and Navistar.
 4 Once the SPA is set and finalized to be
 5 accurate, I would say we -- we would proceed to order
 6 the trucks.
 7 Q Okay. And proceed to order based on the
 8 schedule that would've been written in the document
 9 that I handed you as Exhibit 11, for instance?
 10 A Our salesman would order the trucks to
 11 accommodate the delivery schedule of the document.
 12 Q Okay. All right. So looking up from Jim
 13 Lollis' July 21st email, Simnick responds to Lollis
 14 and you're copied where he says, "Jim, we'll need to
 15 get an agreement established and signed before
 16 Navi -- between Navistar and Summit before I set up
 17 this SPA."
 18 "There is also some language we'll need to
 19 add to the Central agreement document before the SPA
 20 can be open for orders." You see that?
 21 A Yes.
 22 Q All right. And then you respond to
 23 Carmichael, "Sean, what is he talking about? Language
 24 to be added to the agreement? Is this the release
 25 language? Any other language won't be accepted." You

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1 see that?
 2 A Yes.
 3 Q Okay. So does that refresh your
 4 recollection that after you thought that there had
 5 already been a deal and you were just waiting for
 6 Sean's signature, they wanted to make changes to the
 7 deal?
 8 A It appears so.
 9 Q Okay. Apart from this document though, do
 10 you remember what those changes were or why they were
 11 being requested?
 12 A No, sir, I don't.
 13 Q Okay. Do you know whether Navistar ever
 14 indicated that it had refused to follow through on the
 15 deal that was signed on the 14th if those changes
 16 weren't made?
 17 MR. MURPHY: Object to form.
 18 A Can you ask that again please?
 19 Q Sure. Do you know whether in your
 20 recollection that Navistar ever said, look, we're not
 21 going to allow you to make orders unless they make the
 22 changes to the contract that was just signed?
 23 A I don't recall them saying that.
 24 Q Okay. I'm going to give you Exhibit No. 13.
 25 THE OFFICER: 14.

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1 MR. DAVIS: 14. Man.
 2 (Exhibit 14 was marked for
 3 identification.)
 4 BY MR. DAVIS:
 5 Q And what I've handed you is an email chain
 6 between you and Dan Simnick also dated July 27, 2021;
 7 correct?
 8 A This is -- yeah. Related to the Central
 9 letter. Updated letter. Right.
 10 Q Okay. And then your email -- going down
 11 from the first one from Dan Simnick, go to the second
 12 one from Justin Fink to Dan Simnick.
 13 And you say, "Dan, will the SPA be open?
 14 Update it tonight so we can order the trucks." And
 15 Dan replies, "You guys get their signature on that
 16 agreement? I can open them up immediately for
 17 orders." You see that; right?
 18 A Yes.
 19 Q Okay. And Kyle had already signed the
 20 agreement you had sent; correct? The July 14th
 21 agreement?
 22 A Correct.
 23 Q Okay. So they're referring to
 24 making -- getting Central to sign off on a revised
 25 agreement; correct?

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1 A Looks like that.
 2 Q Okay. And you don't recall though any of
 3 the reasons for that?
 4 A I don't.
 5 Q And do you don't remember having any further
 6 discussions with Navistar about them trying to make
 7 changes after you had a deal?
 8 A I don't -- I wouldn't have -- I've
 9 never -- wouldn't communicate with Dan verbally. He
 10 wasn't one of my main people I worked with. I'm not
 11 sure what he was referring to.
 12 Q All right. So I am now going to mark
 13 Exhibit 15.
 14 (Exhibit 15 was marked for
 15 identification.)
 16 This is Exhibit 15. All right. And I'll
 17 represent to you this one's produced to us by
 18 Navistar. Go ahead, and I'd like you to look through
 19 this document and then look at the last page. All
 20 right. So turning to the last page, that's your
 21 signature dated 7/29/21; correct?
 22 A Yes.
 23 Q And also appears to be signed by Carmichael
 24 and Blaine on the same date, 7/29/21; correct?
 25 A Yes.

<p style="text-align: right;">Page 138</p> <p>1 Q Okay. So looking at this document then, 2 does this appear to you to be the final version of the 3 contract between Summit, Navistar, and Central from 4 2021? 5 A Is it -- yeah. The changes that Dan was 6 suggesting, which appeared to be, you know, a few on 7 the back page there were translated to here, I would 8 say yes. 9 Q Okay. So let's just walk through this -- 10 some of these -- turning to the second page -- so you 11 understood that this agreement was that there was 12 going to be 1,305 new trucks delivered on the 13 schedule -- on page 2 -- 100 deliveries starting in 14 February 2022, and then every month thereafter until 15 February 2023, where there'd be 105? 16 A Yes. 17 Q That was your understanding? And then, so 18 you're saying that based on this final document, you 19 would be able to order the trucks based on the 20 schedule that's listed in here? 21 A Yes. 22 Q Okay. Now, could we go back --I think this 23 may have been Exhibit No. 1, if I'm not mistaken. 24 This was your email with Friedrich Baumann. Do you 25 have that in front of you?</p>	<p style="text-align: right;">Page 140</p> <p>1 referring to the COVID environment; correct? 2 A Yes. 3 Q Okay. And then why is -- what's difficult 4 there? Is that because larger fleets are lower 5 margin? 6 A I think it was just -- there's only so many 7 trucks that are being built and it's that environment 8 where you can sell more than what you have. 9 Q Right. And you have to make choices as to 10 who you sell to; right? 11 A Yes. 12 Q Okay. And turning to the second page -- I 13 know we discussed this briefly, but now that you've 14 seen the context of the documents leading up to 15 it -- where you say, "Sometimes I think Summit gets 16 criticized for consistently submitting for low margin 17 fleet deals. I hope you know it is never my intent to 18 discount international product." 19 And then you go on from there. You see 20 that; right? 21 A Yes. 22 Q All right. Having now reviewed the 23 documents that you were on leading up to this, is it 24 fair to say that you were expressing acknowledgement 25 that you just used a large allocation on a lower</p>
<p style="text-align: right;">Page 139</p> <p>1 A I do. 2 Q Okay. So just to clarify on this -- I don't 3 think I asked you this question. So you're thanking 4 Friedrich and Mark. And you say, "Thank you for your 5 support on Central to finalize the 1305 with A26." So 6 that's referring to this agreement that was signed the 7 day before; right? 8 A Yes. 9 Q Okay. And what did you mean in that first 10 sentence where you say, "It's difficult to determine 11 the right mix of small and larger fleet business 12 deciding who we should play with long term?" What 13 does that refer to? I'm sorry. 14 I apologize. Let me -- I've left the first 15 part off. You say, "I know that in this environment 16 it's difficult to determine the right mix of small and 17 larger fleet business deciding who we should play with 18 long term." You see that? 19 A Yes. 20 Q Okay. What did -- what are you referring to 21 there? 22 A Don't recall when writing that, but it 23 appears the decision to continue to do business with 24 large customers. 25 Q Okay. And in this environment you're</p>	<p style="text-align: right;">Page 141</p> <p>1 margin customer and that's a difficult decision to 2 make? 3 MR. MURPHY: Object to form. 4 Mischaracterizes his testimony. 5 A I think it's a challenging deal to get done. 6 It was saying, you know, thanks for supporting us to 7 get the deal done. 8 Q No. I understand that, but my question is 9 not about the first part. It's about the second part 10 where you say you get criticized for consistently 11 submitting for low margin fleet deals. This was a 12 lower margin deal, was it not? 13 A With the deals we were familiar with, it was 14 an aggressively high SPA. 15 Q Which means it was an excessively low margin 16 then for Navistar; correct? 17 A I don't see their margin. I don't have any 18 idea what they make on trucks, but it was higher than 19 deals we had done before. 20 Q No. I understand. Well, and just so we're 21 clear for the record, when this -- when you've said 22 when the SPA is higher, that means that Navistar's 23 margin is necessarily lower than it otherwise would've 24 been; correct? 25 A Yes.</p>